

MINUTES OF THE 09/2014-15 MEETING OF THE BOARD OF DIRECTORS OF ENVIROTECH SYSTEMS PRIVATE LIMITED HELD ON THURSDAY, 27TH NOVEMBER, 2014 TO BE COMMENCED AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT A-29, BLOCK-A, SHYAM VIHAR PHASE-I, NEW DELHI-110043

DIRECTORS PRESENT

Mr. Manoj Kumar Gupta Director
Mrs. Sindhu Gupta Director

1. CHAIRPERSON

Mr. Manoj Kumar Gupta presided as Chairperson of the Meeting. He thanked the other Directors present and took the chair.

2. LEAVE OF ABSENCE:

All the directors were present, hence no Leave of absence was sought.

3. QUORUM:

The business before the meeting was taken up after having established that the requisite quorum was present.

4. MINUTES OF THE PREVIOUS MEETING:

The minutes of the previous meeting of the members held on 20th November, 2014 were confirmed and signed by the Chairman.

5. ALTERATION OF OBJECT CLAUSE:

Chairman informed the board that pursuant to the provisions of Section 13 and other applicable provisions, if any of, Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the consent of the members of the Company and resolution was placed before board as follow:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of, Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to append the following sub clause (6) after sub clause (5) of Clause III (A) of the Memorandum of Association of Company:

6. To carry on the business as buyers, sellers, traders, dealers, distributors, importers, exporters, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, commission, merchants, brokers, consignors or otherwise deal in all types of dry fruits & Spices, frozen fruits, nankeens, edible and non- edible oils and oils seeds."

CHAIRMAN'S
INITIALS



6. ALTERATION IN OBJECT CLAUSE BY AMENDMENT OF INCIDENTAL OR ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

Chairman informed the board that pursuant to the provisions of Section 13 and other applicable provisions, if any of Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the consent of the members of the Company and resolution was placed before board as follow:

"RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and is hereby altered by replacing it with the following clause (III)(B):

(6) Matters which are necessary for furtherance of the objects specified in Clause III (a) are:-

1. To acquire by purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on possession of any property or rights suitable for the purpose of the Company and to pay, for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

CHAIRMAN'S
INITIALS



8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
9. Subject to the provisions of the Act amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, patterns, copyrights, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use exercise of develop the same under or grant licenses in respect thereof of otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorization of any Government State or other Authority for enabling the Company to carry on any of its main objects and ancillary objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.

CHAIRMAN
INITIALS

16. Subject to the provisions of the Act and the Regulations made there under and the Directions issued by the Reserve Bank of India, to receive money or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures debentures stock, perpetual or otherwise and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase, redeem or pay off any such securities.

17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either-gratuitously or otherwise.

* 18. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the property rights and liabilities of the Company.

19. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

20. Subject to the provisions of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.

21. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may from time to time determine any money received by way of, premium on debentures issued at a premium by the Company and any money received in respect of forfeited Shares, money arising from the sale by the Company of forfeited shares. Subject to the provisions of the Act 2013.

22. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or, rights which the Company propose to acquire.

23. To accept gifts, bequests, devisers or donations of any, movable or immovable property or any right or interests therein from members or others.

24. To create any reserve fund, sinking fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.

25. Subject to the provisions of the. Act, 2013 to subscribe contribute, gift rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions;

CHAIRMAN'S
INITIALS



clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any Individual, body of individuals or bodies corporate.

26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidize and subscribe to" any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

27. To establish for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside, India as the Company may deem expedient.

28. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities with the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine. Subject to the provisions of the Act 2013.

29. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.

30. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this

31. To compensate for loss of office of any Managing Director, or Directors or other officers of the Company within the limitations prescribed under' the Companies Act, 2013 or such other status or rule having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.

32. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm individual or any other body and to submit the same to arbitration in India or abroad either in accordance with, Indian or any foreign system of law.

33. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of, which this Company is authorized to carry on and to constitute agencies of the

CHAIRMAN
INITIALS



Company in India or in any other country and establish, depots and agencies in different parts of the world.

34. To establish and run units, sister concerns operate for any of the main and other objects at places in or outside India as the Company may deem expedient.

35. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities. To give surety/mortgage/pledge of the property for raising fund/loan for and on behalf of the company/associates concern/person/any other company.

"RESOLVED FURTHER THAT Mr. Manoj Kumar Gupta, Director of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give."

7. ALTERATION IN OBJECT CLAUSE DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

Chairman informed the board that pursuant to the provisions of Section 13 and other applicable provisions, if any of, Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the consent of the members of the Company and resolution was placed before board as follow:

"RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C) (1) to III (C) (53).

8. ALTERATION IN MEMORANDUM OF ASSOCIATION EXCEPT IN CASE OF CHANGE IN NAME, REGISTERED OFFICE OR OBJECT CLAUSE

Chairman informed the board that pursuant to the provisions of Section 13 and other applicable provisions, if any of, Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the consent of the members of the Company and resolution was placed before board as follow:

"RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

"11) The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

CHAIRMAN'S
INITIALS





9. ALTERATION OF ARTICLES BY ADOPTING OF NEW SET OF ARTICLES OF ASSOCIATION.

Chairman informed the board pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and other applicable provisions, if any of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof), subject to the consent of the members of the Company and resolution was placed before board as follow:

"RESOLVED THAT pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and other applicable provisions, if any of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof), the new set of Articles of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Manoj Kumar Gupta, Director of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution."

10. ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR:

There being no other matter to be transacted, the meeting terminated with a vote of thanks to the Chair.

CHAIRMAN

PLACE: Delhi
DATE: 08/12/2014

CHAIRMAN
INITIALS

MINUTE BOOK

SH

CHAIRMAN'S
INITIALS

